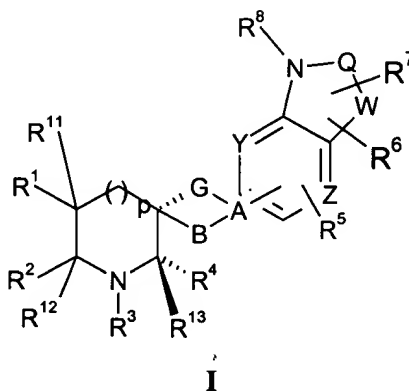


1. **(Currently Amended)** A compound of the formula



R³ is selected from hydrogen, COR⁹, CO₂R⁹, optionally substituted phenyl, optionally substituted heterocyclic rings, and optionally substituted (C₁-C₈)alkyl wherein one of the CH₂ groups of said (C₁-C₈) alkyl may optionally be replaced with a sulfur, oxygen or carbonyl group and wherein said (C₁-C₈)alkyl can optionally be unsubstituted or substituted with one to three substituents independently selected from hydroxy, oxo, phenyl-(C₁-C₃)alkoxy, phenyl, cyano, halo, optionally substituted heterocyclic rings, NR⁹COR¹⁰, NR⁹CO₂R¹⁰,

$\text{CONR}^9\text{R}^{10}$, COR^9 , CO_2R^9 , NR^9R^{10} , and $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally unsubstituted or substituted with from one to seven fluorine atoms;

and wherein the heterocyclic rings of R^3 and the heterocyclic ring substituents on the alkyl groups of R^3 are selected, independently, from 3 to 7 membered saturated or unsaturated monocyclic rings containing from 1 to 4 ring heteroatoms, and 8 to 12 membered saturated or unsaturated bicyclic rings containing from 1 to 4 ring heteroatoms, wherein said heteroatoms are selected, independently, from oxygen, nitrogen and sulfur, with the proviso that there can not be two adjacent ring oxygen atoms or two adjacent ring sulfur atoms in either the monocyclic or bicyclic heterocyclic rings, and with the proviso that heterocyclic rings formed from NR^9R^{10} or $\text{CONR}^9\text{R}^{10}$ must contain at least one nitrogen atom;

and wherein the heterocyclic rings of R^3 and the heterocyclic ring substituents on the alkyl groups of R^3 can optionally be unsubstituted or substituted with one or more substituents, independently selected from oxo, hydroxy, thioxo, halo, cyano, phenyl, $(\text{CH}_2)_m\text{NR}^9\text{R}^{10}$, $\text{NR}^9\text{COR}^{10}$, $(\text{CH}_2)_m\text{OR}^9$, wherein m is zero, one or two, and $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally unsubstituted or substituted with one or more substituents, independently selected from halo, CF_3 , methoxy and phenyl;

and wherein the phenyl groups of R^3 and the phenyl substituents in the alkyl groups of R^3 can optionally be unsubstituted or substituted with one or more substituents, independently selected from the group consisting of halo, cyano, nitro, CF_3 , $(\text{CH}_2)_m\text{NR}^9\text{R}^{10}$, wherein m is zero, one or two, $\text{NR}^9\text{COR}^{10}$, $\text{NR}^9\text{CO}_2\text{R}^{10}$, $\text{CONR}^9\text{R}^{10}$, $\text{CO}_2\text{NR}^9\text{R}^{10}$, COR^9 , CO_2R^9 , $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally substituted with from one to seven fluorine atoms, preferably with from zero to three fluorine atoms, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally substituted with from one to seven fluorine atoms, preferably with from zero to three fluorine atoms, and $(\text{C}_2\text{-C}_6)\text{alkenyl}$ optionally unsubstituted or substituted with from one to seven fluorine atoms;

each of R^1 , R^2 , R^{11} , R^{12} and R^{13} are selected, independently, from hydrogen and $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally unsubstituted or substituted with one or more substituents, that are selected independently from hydroxy, oxo, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ and cyano;

or R^1 and R^2 , together with the carbon atoms to which they are attached, or R^2 and R^3 , together with the carbon and nitrogen to which they are attached, respectively, form a 5 or 6 membered saturated heterocyclic ring containing one or two heteroatoms that are selected, independently, from nitrogen, oxygen and sulfur, with the proviso that said ring can not contain two adjacent oxygen atoms or two adjacent sulfur atoms; or R^1 and R^2 , together with the carbons to which they are attached, form a 5 or 6 membered, saturated or unsaturated carbocyclic ring, and wherein said heterocyclic and carbocyclic rings formed by R^1 and R^2 or by R^2 and R^3 can be unsubstituted or substituted with one or more substituents, independently

selected from halo, oxo, NR^9R^{10} , $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, and $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally unsubstituted or substituted with from one to seven fluorine atoms;

or R^{12} and R^{13} , together with the carbon atoms to which they are attached, form a 5 or 6 membered saturated heterocyclic ring containing one or two heteroatoms that are selected, independently, from nitrogen, oxygen and sulfur, with the proviso that said ring can not contain two adjacent oxygen atoms or two adjacent sulfur atoms, or R^{12} and R^{13} , together with the carbons to which they are attached, form a 5 or 6 membered, saturated or unsaturated carbocyclic ring, and wherein said heterocyclic and carbocyclic rings formed by R^{12} and R^{13} can be unsubstituted or substituted with one or more substituents, independently selected from NR^9R^{10} , halo, phenyl-S-, phenyl-SO-, phenyl-SO₂-, oxo, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, and $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally substituted with from one to seven fluorine atoms;

with the proviso that no more than one of R^1 and R^2 , R^2 and R^3 , and R^{12} and R^{13} can form a ring;

R^4 is selected from phenyl, 2-, 3- or 4-pyridyl, 2- or 3-thienyl, and pyrimidyl, wherein R^4 can be optionally substituted with one or more substituents, preferably with zero or one substituent, selected, independently, from halo, $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally substituted with from one to seven fluorine atoms, preferably with from zero to three fluorine atoms, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, and $(\text{C}_2\text{-C}_6)\text{alkenyl}$ optionally unsubstituted or substituted with from one to seven fluorine atoms;

R^5 and R^8 are selected, independently, from hydrogen, $-\text{SO}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{SO}_2(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{SO-aryl}$, $-\text{SO}_2\text{-aryl}$, CF_3 , halo, phenyl, phenyl- $(\text{C}_1\text{-C}_2)\text{alkyl}$, hydroxy, aryloxy, heteroaryloxy, pyridyl, tetrazolyl, oxazolyl, thiazolyl, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally substituted with from one to seven fluorine atoms, $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, and $(\text{C}_1\text{-C}_6)\text{alkyl}$ unsubstituted or substituted with one or more substituents, selected, independently, from hydroxy, oxo, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, phenyl- $(\text{C}_1\text{-C}_3)\text{alkoxy}$, phenyl, cyano, chloro, bromo, iodo, NR^9R^{10} , $\text{NR}^9\text{COR}^{10}$, $\text{NR}^9\text{CO}_2\text{R}^{10}$, $\text{CONR}^9\text{R}^{10}$, COR^9 and CO_2R^9 ;

R^6 and R^7 are selected, independently, from $-\text{SO}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{SO}_2(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{SO-aryl}$, $-\text{SO}_2\text{-aryl}$, CF_3 , halo, phenyl, phenyl- $(\text{C}_1\text{-C}_2)\text{alkyl}$, hydroxy, aryloxy, heteroaryloxy, pyridyl, tetrazolyl, oxazolyl, thiazolyl, $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally unsubstituted or substituted with from one to seven fluorine atoms, and $(\text{C}_1\text{-C}_6)\text{alkyl}$ substituted with one or more substituents, preferably with from zero to two substituents selected, independently,

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from hydroxy, oxo, (C₁-C₆)alkoxy, phenyl-(C₁-C₃)alkoxy, phenyl, cyano, chloro, bromo, iodo, NR⁹R¹⁰, NR⁹COR¹⁰, NR⁹CO₂R¹⁰, CONR⁹R¹⁰, COR⁹ and CO₂R⁹;

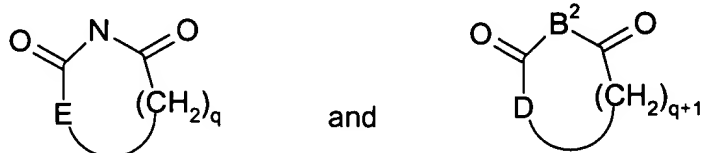
each R⁹ and each R¹⁰ is selected, independently, from hydrogen, (C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, phenyl and CF₃;

or R⁹ and R¹⁰, when R³ is NR⁹R¹⁰ or CONR⁹R¹⁰, can form, together with the nitrogen to which they are attached, an optionally substituted heterocyclic ring that contains at least one nitrogen atom;

and wherein the phenyl groups in the definition of R⁵, R⁶, R⁷ and R⁸ and the phenyl moiety of phenyl (C₁-C₂)alkyl in the definition of R⁵, R⁶, R⁷ and R⁸ can optionally be unsubstituted or substituted with one or more substituents, that are selected, independently, from halo, hydroxy, (C₁-C₆)alkoxy optionally unsubstituted or substituted with from one to seven fluorine atoms, preferably with from zero to three fluorine atoms, and (C₁-C₆)alkyl optionally substituted with from one to seven fluorine atoms, preferably with from zero to three fluorine atoms;

or a pharmaceutically acceptable salt thereof.

2. **(Original)** A compound according to claim 1, wherein R³ is an optionally substituted heterocyclic ring, or an alkyl group substituted with an optionally substituted heterocyclic ring, wherein said heterocyclic ring is selected from the following: pyrimidinyl, benzoxazolyl, 2,3-dihydro-3-oxobenzisoxazol-2-yl, morpholin-1-yl, thiomorpholin-1-yl, benzofuranyl, benzothienyl, indolyl, isoindolyl, isoquinolinyl, furyl, pyridyl, isothiazolyl, oxazolyl, triazolyl, tetrazolyl, quinolyl, thiazolyl, and thienyl, and groups of the formulas



wherein B² and D are selected from carbon, oxygen and nitrogen, and at least one of B² and D is other than carbon; E is carbon or nitrogen; q is an integer from 1 to 5; any one of the carbon atoms of said (CH₂)_q and (CH₂)_{q+1} may be optionally substituted with (C₁-C₆)alkyl or (C₁-C₆) spiroalkyl; and either any one pair of the carbon atoms of said (CH₂)_q and (CH₂)_{q+1} may be bridged by a one or two carbon atom linkage, or any one pair of adjacent carbon atoms of said (CH₂)_q and (CH₂)_{q+1} may form, together with from one to three carbon atoms that are not members of the carbonyl containing ring, a (C₃-C₅) fused carbocyclic ring.

3. **(Original)** A compound according to claim 1, wherein B is absent and A is CH₂.

4. **(Original)** A compound according to claim 1, wherein Q is a carbonyl group.
5. **(Cancelled)** A compound according to claim 1, wherein Y and Z are both CH.
6. **(Original)** A compound according to claim 1, wherein B is ethylene, A is CH and G is NHCH₂.
7. **(Original)** A compound according to claim 1, wherein B is ethylene, A is CH and G is SCH₂.
8. **(Original)** A compound according to claim 1, wherein R³ is hydrogen.
9. **(Original)** A compound according to claim 1, wherein R³ is CO₂R⁹.
10. **(Original)** A compound according to claim 1, wherein B is absent, G is NH and A is CH₂.
11. **(Original)** A compound according to claim 1, wherein W is ethylene.
12. **(Original)** A compound according to claim 1, wherein R⁴ is phenyl.
13. **(Original)** A compound according to claim 1, wherein R⁴ is phenyl and R⁸ is hydrogen.
14. **(Original)** A compound according to claim 1, wherein p is one.
15. **(Original)** A compound according to claim 1, wherein R² is (C₁-C₆)alkyl.
16. **(Original)** A compound according to claim 1, wherein R² is (C₁-C₆)alkyl wherein the stereochemical configuration at the chiral carbon to which R² is attached is "S".
17. **(Original)** A compound according to claim 1, wherein R⁴ is 2-, 3- or 4-pyridyl.

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18. **(Original)** A compound according to claim 1, wherein R^2 and R^{12} are selected, independently, from methyl and ethyl.
19. **(Cancelled)**
20. **(Original)** A compound according to claim 3, wherein Q is a carbonyl group.
21. **(Cancelled)**
22. **(Original)** A compound according to claim 2, wherein Q is a carbonyl group.
23. **(Cancelled)**
24. **(Original)** A compound according to claim 1, wherein Q is C=O and W is methylene optionally substituted with one or two substituents independently selected from (C₁-C₆)alkyl and CF₃.
25. **(Original)** A compound according to claim 1, wherein Q is C=O and W is ethylene optionally substituted with one or two substituents independently selected from (C₁-C₆)alkyl and CF₃.
26. **(Original)** A compound according to claim 1, wherein Q is SO.
27. **(Original)** A compound according to claim 1, wherein Q is SO₂.
28. **(Cancelled)**
29. **(Original)** A compound according to claim 1, wherein Q is C=S.
30. **(Original)** A compound according to claim 3 wherein R^8 is hydrogen.
31. **(Original)** A compound according to claim 1 wherein R^3 is a heterocyclic ring.
32. **(Original)** A compound according to claim 1 wherein R^3 is an alkyl group substituted with a heterocyclic ring.

33. **(Original)** A compound according to claim 1 wherein R^3 is an alkyl group substituted with a heterocyclic ring selected from imidazolyl, 5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl, benzoxazol-2-yl, and 5-oxo-pyrrolidin-2-yl.
34. **(Original)** A compound according to claim 1 wherein R^4 is optionally substituted pyridyl.
35. **(Original)** A compound according to claim 1 wherein R^2 and R^{12} are selected from (C_1-C_3) alkyl.
36. **(Original)** A compound according to claim 32 wherein Q is a carbonyl group.
37. **(Original)** A compound according to claim 2 wherein B is ethylene, A is CH and G is $NHCH_2$.
38. **(Original)** A compound according to claim 2 wherein B is ethylene, A is CH and G is SCH_2 .
39. **(Original)** A compound according to claim 3 wherein R^3 is hydrogen.
40. **(Original)** A compound according to claim 3 wherein B is ethylene, A is CH and G is $NHCH_2$.
41. **(Original)** A compound according to claim 3 wherein R^3 is CO_2R^9 .
42. **(Original)** A compound according to claim 3 wherein G is NH.
43. **(Original)** A compound according to claim 3 wherein W is ethylene.
44. **(Original)** A compound according to claim 3 wherein R^4 is phenyl.
45. **(Original)** A compound according to claim 3 wherein R^4 is phenyl and R^8 is hydrogen.

46. **(Original)** A compound according to claim 3 wherein p is one.
47. **(Original)** A compound according to claim 3 wherein R² is (C₁-C₆)alkyl.
48. **(Original)** A compound according to claim 3 wherein R² is (C₁-C₆)alkyl wherein the stereochemical configuration at the chiral carbon to which R² is attached is "S".
49. **(Original)** A compound according to claim 3 wherein R⁴ is 2-, 3- or 4-pyridyl.
50. **(Original)** A compound according to claim 3 wherein R² and R¹² are selected, independently, from hydrogen, methyl, ethyl and propyl.
51. **(Original)** A compound according to claim 3 wherein both R² and R¹² are other than hydrogen.
- 52-53. **(Cancelled)**
54. **(Original)** A compound according to claim 2 wherein Y is CH and Z is nitrogen.
55. **(Original)** A compound according to claim 3 wherein Q is C=O and W is methylene optionally substituted with one or two substituents independently selected from (C₁-C₆)alkyl and CF₃.
56. **(Original)** A compound according to claim 3 wherein Q is C=O and W is ethylene optionally substituted with one or two substituents independently selected from (C₁-C₆)alkyl and CF₃.
57. **(Original)** A compound according to claim 3 wherein Q is SO.
58. **(Currently amended)** A compound that is selected from isomers and mixtures of isomers of the following compounds, wherein said isomers or mixtures of isomers have the stereochemistry depicted in structural formula I according to claim 1:
6-Methoxy-1-methyl-7-[(2-phenyl-piperidin-3-ylamino)-methyl]-3,4-dihydro-1H-[1,5]naphthyridin-2-one;

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6-Methoxy-1-methyl-7-[(6-methyl-2-phenyl-piperidin-3-ylamino)-methyl]-3,4-dihydro-1H-[1,5]naphthyridin-2-one;

7-[(6-Ethyl-2-phenyl-piperidin-3-ylamino)-methyl]-6-methoxy-1-methyl-3,4-dihydro-1H-[1,5]naphthyridin-2-one;

6-Methoxy-1-methyl-7-[(2-phenyl-6-propyl-piperidin-3-ylamino)-methyl]-3,4-dihydro-1H-[1,5]naphthyridin-2-one;

[[and]] or a pharmaceutically acceptable [[salts]] salt thereof.

59. **(Currently amended)** A compound according to claim 1, selected from the group consisting of:

7-(((2S,3S,6S)-6-Isopropyl-2-phenyl-piperidin-3-ylamino)-methyl]-6-methoxy-1-methyl-3,4-dihydro-1H-[1,5]naphthyridin-2-one;

and pharmaceutically acceptable salts thereof.

60-78. **(Cancelled)**